

**FARRIS MATHEWS BRANAN
BOBANGO & HELLEN, PLC**

ATTORNEYS AT LAW

HISTORIC CASTNER-KNOTT BUILDING
618 CHURCH STREET, SUITE 300
NASHVILLE, TENNESSEE 37219

Charles B. Welch, Jr.
cwelch@farrismathews.com

Telephone (615) 726-1200
Facsimile (615) 726-1776

RECEIVED
2005 NOV 17 PM 3:12

T.R.A. DOCKET ROOM

Writers Direct Dial.
615-687-4230

November 17, 2005

Chairman Ron Jones
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

**RE: Level 3 Communication's Supplemental Response to Data Requests
(Docket No. 05-00305)**

Dear Chairman Jones:

Please find enclosed, an original and 14 copies of the Supplemental Response to Question No. 2 of the Tennessee Regulatory Authority's Data Request No. 1. Please date stamp a copy for my records.

Thank you for your assistance regarding this matter. If we can be of further assistance, please do not hesitate to contact us.

Very truly yours,

**FARRIS MATHEWS BRANAN
BOBANGO HELLEN & DUNLAP, PLC**



Kristi Stout

Enclosures

|

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

November 17, 2005

IN RE:)	
)	
JOINT APPLICATION OF LEVEL 3)	
COMMUNICATIONS, LLC &)	DOCKET NO. 05-00305
WILTEL COMMUNICATIONS GROUP, LLC)	
FOR APPROVAL OF AN INDIRECT)	
TRANSFER OF CONTROL OF WILTEL)	
COMMUNICATIONS, LLC)	

**SUPPLEMENTAL RESPONSE TO QUESTION NUMBER 2 OF THE
TENNESSEE REGULATORY AUTHORITY'S DATA REQUEST NO. 1**

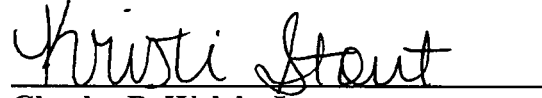
Level 3 Communications, LLC ("Level 3") and WilTel Communications Group, LLC ("WilTel") (collectively "Applicants"), by and through undersigned counsel of record, hereby provides the following Supplemental Response to Question Number 2 of the Tennessee Regulatory Authority's Data Request No. 1:

- 2. Have the applicants filed a similar application with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document number(s). If a schedule to complete the review of your petition has been established by the federal agency, please provide such with your response.**

ANSWER: The Federal Trade Commission granted early termination of the waiting period required by the Clayton Act on November 15, 2005. Please see written confirmation in the letter from the Federal Trade Commission attached as "Exhibit A."

Respectfully submitted,

**FARRIS MATHEWS BRANAN
BOBANGO HELLEN & DUNLAP, PLC**

A handwritten signature in cursive script, reading "Kristi Stout", is written over a horizontal line.

Charles B. Welch, Jr.

Kristi Stout

618 Church Street, Suite 300

Nashville, TN 37219

Tel: (615) 726-1200

Fax: (615) 726-1776

Attorneys for Petitioners



Bureau of Competition
Premerger Notification Office

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
Washington, D.C. 20580

November 16, 2005

Jonathan J Konoff, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019 USA

Re: **EARLY TERMINATION GRANTED**
Transaction Identification Number 20060167
Level 3 Communications, Inc / Leucadia National Corporation

Dear Mr. Konoff :

The request for early termination of the waiting period is granted effective November 15, 2005 01:07 PM with respect to the proposed acquisition by Level 3 Communications, Inc. of certain noncorporate interests of WiTel Communications Group, LLC from Leucadia National Corporation. Early termination of the waiting period is provided by Section 7A(b)(2) of the Clayton Act and Sections 803.10(b) and 803.11(c) of the Premerger Notification Rules

Notice of this termination will be published in the Federal Register in accordance with Section 7a(b)(2) of the Clayton Act and Section 803.11(c) of the Premerger Notification Rules and on the Federal Trade Commission's internet site [<http://www.ftc.gov/bc/earlyterm/index.html>].

If you have any questions concerning this matter, please contact me at 202-326-3589.

Sincerely,

Renee A. Hallman
Contact Representative
Premerger Notification Office
Bureau of Competition

